

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

NEWLUND MINES LIMITED

(No Personal Liability)

Incorporated under the Companies Act of Ontario and subject to Part XI thereof by Letters Patent dated September 26, 1949.

1. Address of the Company's Head Office and of any other offices:

Head Office: 12th Floor, 80 King Street West, Toronto.

2. Officers of the Company:

OFFICE HELD	NAME	ADDRESS	OCCUPATION
President	James Ingram	80 King Street West, Toronto	Mining Executive
Vice-President	Donald A. Macintosh	217 Bay Street, Toronto	Insurance Agent
Secretary-Treasurer	George Andrew	80 King Street West, Toronto	Secretary
Assist. Secretary-Treasurer	Ralph D. Stewart	80 King Street West, Toronto	Secretary

3. Directors of the Company:

NAME	ADDRESS	OCCUPATION
James Ingram	80 King Street West, Toronto	Mining Executive
George C. Andrew	80 King Street West, Toronto	Secretary
Donald A. Macintosh	217 Bay Street, Toronto	Insurance Agent
Murdock C. Mosher	67 Yonge Street, Toronto	Prospector
James A. Grant	66 King Street West, Toronto	Broker

4. Amount of authorized capital: \$4,000,000.

5. Number of shares and par value: 4,000,000 shares, par value \$1.00.

6. Full details of all shares issued in payment for properties or for any other assets other than cash:
-
- Sept. 27th, 1949..... 1,180,003 Issued as consideration for 45 mining claims in Echo Township, District of Kenora, Ontario, together with certain buildings, plant, equipment and supplies situated thereon.

Total..... 1,180,003

7. Number of shares
-
- sold for cash..... 1,000,005

8. Total number of
-
- shares issued..... 2,180,008

9. Number of shares now in treasury or otherwise unissued: 1,819,992.

This listing statement is a copy of the listing application made by the applicant company. The Exchange has received no consideration in connection with the issue of this listing statement other than the customary listing fee. The papers and exhibits submitted by the applicant company in support of the listing application are open for inspection at the general office of the Exchange.

10. Full details of all shares sold for cash.	<div>Date</div> <div>Number of Shares</div> <div>Price per Share</div> <div>Amount realized by Company</div>
	<div>Sept. 26, 1949</div> <div>5</div> <div>\$1.00</div> <div>\$ 5.00</div>
	<div>Sept. 27, 1949</div> <div>1,000,000</div> <div>.20</div> <div>200,000.00</div>
	<div>Total</div> <div>1,000,005</div> <div></div> <div>\$200,005.00</div>
11. Particulars of any issued shares held in trust for the Company or donated for treasury purposes.	None.
12. Date of last annual meeting.	None yet held.
13. Date of last report to shareholders.	No report yet made.
14. Details of any treasury shares (or shares issued subject to payment or shares held for the benefit of the treasury) now under option or the subject of any underwriting or sales agreement. If none, this to be stated.	<p>By agreement dated September 27, 1949, made between the Company and Prospectors Airways Company Limited, the Company sold 1,000,000 shares at 20c per share (payment for which has been received as set out in item 10) and granted options to purchase an additional 1,500,000 shares at the following prices and on the undermentioned terms, namely:</p> <p>500,000 shares at 50 cents per share; 500,000 shares at 75 cents per share; 250,000 shares at \$1.00 per share; 250,000 shares at \$1.50 per share.</p> <p>Dates for exercise of the options are to be fixed from time to time by resolution of the Board of Directors of the Company and notified by call to Prospectors Airways subject to the following provisos:</p> <p>No call prior to first of September, 1950.</p> <p>Calls may be limited to \$100,000 in any quarterly period thereafter.</p> <p>The declared purpose being to maintain continuous and efficient development operations, as a matter of policy, the Company is not to call for payments when it has adequate funds on hand to continue the development program.</p> <p>Prospectors Airways has the right to anticipate any option.</p> <p>To comply with Toronto Stock Exchange requirements, all options expire eighteen months after Exchange listing, but are renewable thereafter subject to Exchange approval.</p> <p>The options are assignable.</p> <p>During the currency of its options, Prospectors Airways is to have complete charge and management of the mining properties and discretion as to the manner of exploration and development, and of expenditures.</p> <p>319,992 remaining unissued shares of the Company are not to be sold during the currency of the option.</p> <p>Time is of the essence of the agreement.</p> <p>In the event of interruption of the mining operations by reason of war or other <i>force majeure</i>, the options are to be extended for the length of time of interruption.</p> <p>The agreement is assignable except as to Prospectors Airways management rights. A copy of the agreement is filed with this application.</p>
15. Details of any shares pooled, deposited in escrow, non-transferable or held under any syndicate agreement or control.	None.
16. Details of any registration with, or approval or authority for sale granted by, or any filing with a Securities Commission or corresponding Government body.	None; no application filed.
17. Has any application for registration with, or approval or authority for sale by, or any filing with a Securities Commission or corresponding Government body ever been refused, cancelled or revoked? If so, give particulars.	No.

MINING ENGINEER'S REPORT

PROPERTY AND LOCATION

The property comprises 44 contiguous patented mining claims and one isolated claim, numbered KRL-18900-18908 inc., KRL-18808-18816 inc., KRL-18719-18727 inc., KRL-18830-18838 inc., and KRL-18767-18775 inc., located in Echo Township, Kenora District, Province of Ontario.

The location is 26 miles southwest from Sioux Lookout, a divisional point on the main line of the Canadian National Railway, and is accessible by No. 72 highway which connects Sioux Lookout with Dinorwic on the Trans-Canada route.

LOCAL GEOLOGY

The general geology is described as a tightly folded structure of schistose greenstone and sediments striking about N. 60° E. and dipping 80° to 90° north or south, which appears to be two synclines separated by a central anticlinal section.

The property is on the south limb of the anticline where the greenstones have been extensively intruded by dikes of diorite, granodiorite, granite porphyry and quartz porphyry. All of the intrusives are practically conformable in strike and dip with the invaded formation. The intrusives are probably offshoots of the main granite mass which flanks the area to the north and south and probably underlies it at depth. As there is no evidence of contact metamorphism in the area, the main granite mass probably lies at such a depth that its influence can be neglected in estimating the possibilities of the property.

ORE INDICATIONS

Exploration by diamond drilling and trenching has been confined to three zones in a section 7,000 feet long in the southwest portion of the property. Seventy diamond drill holes on No. 1 Zone, totalling in excess of 24,000 feet, have been drilled.

Zone No. 1, striking northeasterly, has been explored for a length of 4,000 feet, the results from which are the basis for the indicated ore tonnage calculations by other engineers.

Zones Nos. 2 and 3 are 800 feet to the northwest of Zone No. 1 and have the same general strike. The results from drilling these two zones are erratic as compared to No. 1 but are potential sources of ore.

Where gold values are found the zones are cut by two sets of quartz and carbonate filled fractures. The predominant set is transverse to the strike of the zones and the individual stringers dip west at angles from 40° to 90°. The quartz filled structures show slight sulphide mineralization but the porphyry or granitic country rock adjoining them is considerably altered and contains abundant iron carbonate and pyrite.

On the assumption that the occurrence of ore is governed by the intersection of the strike and dip of the north contact of the zone and those of the dominant system of fracturing, it has been suggested that the ore shoots or succession of them will trend about S. 51° W. and pitch 41° in the same direction. Although the pattern suggested would materially reduce the tonnage estimates based on continuity of ore in the zone, it is conceivable that the grade would be substantially improved.

Considering the No. 1 Zone, it may be divided into two sections separated by 300 feet of unexplored ground. The northeast section has been explored by surface trenching and diamond drilling. Thirty-three holes were drilled along this section for a strike length of 850 feet that showed the zone to average 113 feet in width. Twenty-eight of these holes had 105 intersections above 0.10 ozs. Au/ton over core lengths from 0.5 to 14.4 feet. These intersections have an uncut average of 0.398 ozs. Au/ton.

The southwest section of Zone No. 1 does not outcrop and has been explored entirely by diamond drilling. It has been tested by 28 holes for a length of 2,700 feet. Twenty-six of these holes have intersections above 0.10 ozs. Au/ton over core lengths from 1.0 to 15.0 feet. The uncut average of these intersections is 0.346 ozs. Au/ton. The apparent width of this section is 166 feet.

CONCLUSIONS

It is apparent that the many ore intersections obtained in drilling over good lengths, justifies an underground exploration with the hope of substantiating or improving the diamond drill results. There appears to be a good chance of delimiting ore shoots of a more substantial grade, although of a smaller nature than some original estimates.

Accordingly, it is recommended that a shaft be sunk to explore by drifting at the 200 foot horizon the southwest section of No. 1 Zone.

Respectfully submitted,

"CHAS. L. COLEMAN."

Toronto, Ont., August 10th, 1949.

CERTIFICATE ACCOMPANYING REPORT

I, Charles L. Coleman, of Toronto, in the Province of Ontario, hereby certify:

1. That I am a mining engineer and reside at the University Club, Toronto, Ont.
2. That I am a graduate of McGill University in 1927 with the degree of Master of Science in Mining Engineering.
3. That I am a registered engineer with the Association of Professional Engineers of the Province of Ontario.
4. That I have been continuously employed as a mining engineer for the past twenty-one years.
5. That I have no interest in the mining claims referred to in the accompanying report.
6. That the accompanying report is based on a careful review of information compiled by engineers of Lunward Gold Mines Limited, and a report by John A. Reid, consulting mining engineer, made to the directors of Lunward Gold Mines Limited, dated June 6th, 1949.

Dated this 10th day of August, 1949.

"CHAS. L. COLEMAN."

LIST OF MINING PROPERTIES

as of OCTOBER 1st, 1949

GENERAL DESCRIPTION

Forty-five Mining claims in Lots 2, 3, 4, 5, 6 and 7 in Concessions I and II, Echo Township, in the District of Kenora, Province of Ontario.

TITLE

The 45 claims are patented claims, granted by the Crown with certain usual reservations, the titles being registered under the Land Titles Act at the Office of Land Titles at Kenora, in the name of Newlund Mines Limited (No Personal Liability).

The title in fee simple is subject to the following reservations and exceptions, namely, in brief:
Five per cent of the acreage for roads, and right to lay out;
All trees, and right of entry to cut;
Free use, passage, etc., of navigable water, with rights of access to shore, and to use of banks for fishing purposes.

And to the condition requiring all ores or minerals raised or removed to be treated and refined in Canada.

Title to the underwater parts of two of the mining claims is held by virtue of licenses of occupation issued under The Mining Act of Ontario, under which an annual rental is payable.

DETAILED DESCRIPTION

The said 45 mining claims, comprising the acreage below shown, are registered at the Office of Land Titles at Kenora as the undermentioned Parcel Number, respectively:

<i>Mining Claim Number</i>	<i>Parcel Number</i>	<i>Acreage</i>
18719	15080	40.125
18720	15043	40.125
18721	15044	40.125
18722	15045	40.0
18723	15046	40.0
18724	15047	39.875
18725	15048	40.125
18726	15049	40.125
18727	15050	40.125
18767	15051	40.125
18768	15052	40.125
18769	15053	40.0
18770	15054	40.0
18771	15055	40.0
18772	15056	40.0
18773	15057	40.0
18774	15058	40.0
18775	15059	40.0
18808	15081	40.125
18809	15060	39.875
18810	15061	40.0
18811	15062	40.0
18812	15063	39.875
18813	15064	39.875
18814	15065	40.125
18815	15066	40.125
18816	15067	40.0
18830	15082	40.220
18831	15083	40.140
18832	15084	40.140
18833	15085	40.140
18834	15086	40.140
18835	15087	40.120
18836	15088	26.410
18837	15089	40.0
18838	15094	29.910
18900	15090	40.125
18901	15091	40.125
18902	15068	40.0
18903	15069	40.0
18904	15070	40.125
18905	15071	40.125
18906	15072	40.000
18907	15073	40.0
18908	15074	40.0

Total Acreage.....1,778.595

Particulars of the underwater parts of the mining claims are as follows:

Part of claim KRL-18838, held under License of Occupation No. 10927.....	10 ac.
Part of claim KRL-18836, held under License of Occupation No. 10928.....	13.5 ac.
Total acreage.....	23.5 ac.

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 732.
FILED, MAY 10th. 1962.

NEWLUND MINES LIMITED

Incorporated under Part IV of the Ontario Companies Act by Letters Patent dated the 26th day of September, 1949, as amended by Supplementary Letters Patent dated the 29th day of August, 1955.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 194.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	This Statement is filed in respect to the Underwriting and Option Agreement dated the 30th day of April, 1962, between Newlund Mines Limited (hereinafter called the "Company") and Morgan Securities Limited, which Agreement is more particularly described in Schedule "A" on page 2, and with respect to the acquisition of 100% interest in prospecting licenses covering two areas in Galway County, Eire, more particularly referred to in the Engineer's Report on page 5.
2. Head office address and any other office address.	2402 Bank of Nova Scotia Building, 44 King Street West, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>PRESIDENT AND DIRECTOR - Eric Cradock, 185 Bay Street, Toronto 1, Ontario. President of Cradock Holdings Limited for more than the past five years.</p> <p>SECRETARY-TREASURER AND DIRECTOR - Percy Claire Finlay, 2402 Bank of Nova Scotia Bldg., 44 King Street West, Toronto 1, Ontario. Partner in the legal firm of Holden, Murdoch, Walton, Finlay, Robinson & Pepall for the past twenty-six years, and a senior executive and officer of several mining companies.</p> <p>VICE-PRESIDENT AND DIRECTOR - James P. Dolan, 366 Bay St., Toronto 1, Ontario. Mining Executive for more than the past five years.</p> <p>DIRECTOR - Ashton W. Johnston, 1600 Concourse Building, 100 Adelaide Street West, Toronto 1, Ontario. Mining Engineer for more than the past five years.</p> <p>DIRECTOR - Joseph B. Ryan, 9906 - 109th Street, Edmonton, Alberta, Stock Broker and Executive for more than the past five years.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company is \$6,000,000.00 divided into 6,000,000 shares of the par value of \$1.00 each, of which 5,258,808 shares are issued and outstanding as fully paid and non-assessable shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	See Schedule "A" on page 2.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	There are no present or proposed assignments of any of the shares underwritten or optioned and none are contemplated except as referred to in item 6 above. Morgan Securities Limited is an affiliate of Houston & Co., and all the issued and outstanding shares of Morgan Securities Limited are held by James E. Houston, 68 Douglas Drive, Toronto; Ralph H. Tetlaw, 8 Donwoods Grove, Toronto, Ontario; and Harold Gibson, 2525 Burslem Road, Cooksville, Ontario, who each hold more than a 5% interest.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No payment in cash or securities of the Company has been made or will be made to a promoter or finder in connection with the proposed underwriting and option agreement referred to in item 6 above.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to carry out a program of exploration and development on two areas in Galway County, Eire, containing 10 square miles and 8 square miles respectively, upon which prospecting licences have been granted to the Company. The Company proposes to use funds received from the sale of its treasury shares referred to in item 6 above for the exploration program on the properties. Funds received from the aforementioned underwriting and option agreement in excess of that proposed to be expended as stated above, if not used for further development work on the above properties, would only be used for other purposes after disclosing same to The Toronto Stock Exchange by an amendment to this Filing Statement or by filing a new Filing Statement.

SCHEDULE "A"
to the Filing Statement of
NEWLUND MINES LIMITED
dated the 7th day of May, 1962

The Company has entered into an Agreement dated the 30th day of April, 1962, with Morgan Securities Limited, 335 Bay Street, Toronto 1, Ontario, whereby, subject to the approval of The Toronto Stock Exchange (the date of which is hereinafter called "the effective date"), the Company agreed to sell to Morgan Securities Limited, and Morgan Securities Limited agreed to purchase from the Company 200,000 shares of the capital stock of the Company at the price of 20¢ per share, payable forthwith, and the Company agreed to give to Morgan Securities Limited the sole and exclusive option to purchase from the Company 300,000 shares of the capital stock of the Company at the prices and upon the terms and conditions following:-

- (a) All or any part of 200,000 shares, to be taken up and paid for in full at the price of 20¢ per share within 90 days of the effective date;
- (b) All or any part of a further 100,000 shares, to be taken up and paid for in full at the price of 25¢ per share within 180 days of the effective date.

FINANCIAL STATEMENTS

NEWLUND MINES LIMITED

BALANCE SHEET as at April 11th. 1962

A S S E T S

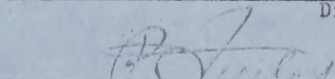
Investments:-		
Listed (Market Value \$427,226.00)	501,438.68	
Less - Allowance for decline in value	<u>100,000.00</u>	401,438.68
Shares in and Advances to Subsidiary and Other Mining Companies:-		
Shares in Subsidiary and Other	48,304.44	
Note Receivable from another Mining Company	<u>20,466.66</u>	
	68,771.10	
Less - Allowance for decline in value	<u>65,000.00</u>	3,771.10
Account Receivable and Prepaid Expense		1,898.10
Interest in Buildings and Equipment Echo Township, Ontario		1.00
Mining Properties and Claims:-		
Mining Property - Echo Township, Ontario	1.00	
Half interest in Claims St. Helene and LaGauchetiere Township, Quebec.	5,050.00	
Half interest in Claims Dubuisson Township, Quebec	17,000.00	
Half interest in Claims Duncan Bay - James Bay Area, Quebec.	12,000.00	
Option on Claims Daniel Township, Quebec	<u>23,750.00</u>	57,801.00
Deferred Expenditures		<u>86,664.81</u>
		<u>\$551,574.69</u>

L I A B I L I T I E S

Bank Overdraft		15,333.65
Accounts Payable		
Brokers	43,319.46	
Other	<u>5,337.71</u>	48,657.17
Capital Stock		
Authorized 6,000,000 Shares of \$1.00 each		
Issued 5,258,808 Shares	5,258,808.00	
Less Discount	<u>1,929,650.00</u>	3,329,158.00
Deduct - Deficit	<u>2,841,574.13</u>	<u>487,583.87</u>
		<u>\$551,574.69</u>

Approved on behalf of the Board:


Director


Director

NEWLUND MINES LIMITED

INVESTMENTS - April 11th. 1962

<u>Listed</u>	<u>Shares</u>		<u>Cost</u>	<u>Market Value</u>	
				<u>April 11th. 1962</u>	<u>\$</u>
				<u>Per Share</u>	
	500	Bralorne Mines Limited	3,825.00	\$6.00	3,000.00
	1,700	East Sullivan Mines Limited	3,549.17	1.68	2,856.00
	1,700	Hastings Mining & Dev. Limited	1,868.50	1.00	1,700.00
	100,100	Iso Mines Limited	66,119.25	1.18	118,118.00
	387,203	Jowsey Mining Co. Ltd.	256,922.10	.34	131,649.00
	800	Kerr Addison Gold Mines Limited	14,727.50	8.40	6,720.00
	167,000	Louvicourt Gold Mines Limited	14,286.80	.08	13,360.00
	8,800	Mattagami Lake Mines Limited	103,737.50	13.75	121,000.00
	625	McKinnon Steel	3,998.75	6.00	3,750.00
	5,500	Orchan Mines	11,613.00	2.56	14,080.00
	4,000	Pitch Ore Mines Limited	4,298.93	.10½	420.00
	1,800	Quebec Lithium Mines Limited	9,645.80	3.60	6,480.00
	1,100	Sullivan Cons. Mines Limited	2,063.00	1.49	1,639.00
	1,500	Tache Lake Mines Limited	1.00	.31	465.00
	201	Weston "A" Warrants	4,782.38	9.90	1,989.00
			501,438.68		427,226.00

Subsidiary & Other

<u>Shares</u>			
500,000	Lempira Mines Limited		
	(450,000 Shares in Escrow)	48,302.44	
1,262,500	Roycam Copper Mines Limited		
	(686,250 Shares in Escrow)	1.00	
3,605	Kyak Quebec Mines Limited	1.00	
		<u>549,743.12</u>	

NEWLUND MINES LIMITED

Statement of Deferred Expenditures
for period to April 11th. 1962

Daniel Township, Quebec:-

Balance September 30th. 1961	34,382.68	
Add - Expenditures October 1st. 1961		
to April 11th. 1962:-		
Drilling	16,035.15	
Consulting Engineers Fees	400.00	
Travel	683.68	
Equipment Rental	161.00	
Temporary Labour	30.00	
	<u>17,309.83</u>	51,692.51

Duncan Bay - James Bay Area, Quebec.

Consulting Geologists Fees	225.00	
Sundry Expense	<u>346.50</u>	571.50

Dubuisson Township - Quebec:-

Balance September 30th. 1961	11,257.24	
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Ste. Helene and LaGauchetiere Townships, Quebec

Balance September 30th. 1961	19,131.66	
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Sundry Expense:-

Arizona - Travel Expense	2,453.77	
Consulting Engineers Fees	300.00	
	<u>2,753.77</u>	
Prospecting - Advance re Staking	1,000.00	
Quebec Workmen's Compensation	<u>258.13</u>	4,011.90

\$86,664.81

NEWLUND MINES LIMITED

Statement of Deficit

April 11th. 1962

Balance - September 30th. 1961		2,924,460.00
Add - Expenditures for period October 1st. 1962 to April 11th. 1962		
Echo Township:-		
Caretakers Wages	1,080.00	
Unemployment Insurance	15.60	
Insurance - Fire		
and Liability	1,031.73	
Workmen's Compensation	172.80	
	<u>2,300.13</u>	
Less - Sale of Equipment	<u>35.00</u>	2,265.13
Administrative & Corporate Expense		
Office Services	1,200.00	
Rent	900.00	
Legal & Audit	3,969.51	
Transfer Agents Fees	1,037.33	
Printing Annual Reports	659.68	
Ontario Corporation Tax	92.97	
Quebec Corporation Tax	65.00	
Annual Meeting Expense	20.00	
Filing Fee - Toronto Stock		
Exchange	100.00	
Interest	<u>877.92</u>	<u>8,922.41</u>
		<u>11,187.54</u>
Less - Dividends received		<u>4,970.00</u>
		6,217.54
		\$2,930,677.54
Deduct - Profit on Sale of Securities	22,103.41	
Unrequired portion of allowance for decline in value of shares	<u>67,000.00</u>	<u>89,103.41</u>
Balance - April 11th. 1962		<u>\$2,841,574.13</u>

NEWLUND MINES LIMITED

Statement of Source and Application of Funds

for the period October 1st. 1961 to April 11th. 1962

Source of Funds

Cash in Bank - September 30th. 1961	584.18
Accounts Receivable - September 30th. 1961 Collected October	60.00
Cash from Sale of Investments	90,217.81
Dividends received	4,970.00
Sale of Equipment - Echo Township, Ontario	<u>35.00</u>
	95,866.99

Application of Funds

Accounts Payable - September 30th. 1961 paid October	26,154.27
Purchase of Securities	41,516.27
Option on Claims - Daniel Twp., P.Q. Cash Payment	2,500.00
Half interest in Claims Duncan Bay - James Bay Area, P.Q. Cash Payment	12,000.00
Added to Accounts Receivable	1,990.00
Added to Prepaid Expense	47.50
Exploration Expense	
Echo Township, Ont.	2,127.33
Daniel Township, P.Q.	17,309.83
Duncan Bay	225.00
Arizona	2,421.12
Advance re Staking	<u>1,000.00</u>
	23,083.28
Administrative & Corporate Expense	<u>3,909.32</u>
	<u>111,200.64</u>
Bank Overdraft - April 11th. 1962	<u>\$ 15,333.65</u>

Approved on behalf of the Board

Eric Cudock Director

P. J. Murray Director

ENGINEER'S REPORT

Note - The following are excerpts from a report by W. Walker, P.Eng., dated April 30th, 1962, on the prospecting licenses located in County Galway, Republic of Ireland. A complete copy of the report is on file with the Toronto Stock Exchange.

LOCATION AND ACCESS.

The area, which for further purposes may best be regarded as a single unit, is roughly at the centre of Co. Galway. It includes most of the Derrybrien Valley in the Slieve Aughty Mountains. The main road from Gort to Portumna utilises the Derrybrien valley.

Portumna is on the River Shannon, 140 miles as the crow flies south of west of Dublin. Gort is 40 miles further west, on the railway which joins Galway and Limerick.

Minor roads traverse the property, which has been divided into fields.

Costs. For the geochemical and geophysical stages an expenditure of some \$20,000. appears reasonable; \$10,000. would provide initial drill tests; and \$5,000. appears to be a reasonable sum for overseeing the project and reserve.

It is therefore recommended that a total of \$35,000. be made available. This would advance the programme through geochemical and geophysical stages, and into a test programme of drilling.

CONCLUSIONS & RECOMMENDATIONS

Your Company has an interest in two contiguous prospecting licences in Co. Galway.

Geologically, within these areas are conditions similar to most of the lead-zinc fields of the British Isles, where the bedrock is Carboniferous limestone, and folds with crossfolds are accompanied by master faults, off which minor faults are known and others may be anticipated.

The two master faults which cross your properties are members of a series which includes the North Tynagh fault, along which development by Irish Base Metals Ltd. is currently proceeding, and the Silvermines fault. It is therefore considered that your properties merit exploration.

It is recommended that a regional geochemical survey should be undertaken. As the next stage one may anticipate detailed geochemical work and geophysical work, either or both electromagnetic and induced polarisation, as then seems appropriate.

Limited test drilling should complete this phase.

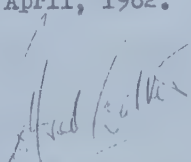
It is recommended that \$35,000. be made available for this work.

CERTIFICATE

I, Wilfred Walker, of Willowdale, in the Province of Ontario, hereby certify :

1. That I am a geologist with offices at 3103 Bayview Ave., Willowdale, Ontario;
2. That I am a graduate of the University of Durham, England, in the Department of Geology, and have practiced as a geologist for over 10 years;
3. That I am a Fellow of the Geological Association of Canada and Geological Societies of Yorkshire, London and South Africa;
4. That I have not, nor do I expect to receive any direct or indirect interest whatsoever in the Mining Properties or securities of Newlund Mines Limited;
5. That the accompanying report is based on a personal knowledge of geology, considered to be similar, in other parts of the British Isles, and a study of the pertinent literature, but not on a personal examination of the properties. Sources of information are specified in the body of the report.

Dated at Toronto this 30th day of April, 1962.


W. Walker
Fellow of the Geological
Association of Canada.

10. Brief statement of company's chief development work during past year.	<p>During the past year the Company completed 2,257 feet of diamond drilling on a 20-claim group in the Township of Daniel, Province of Quebec, which it held under a working option agreement. However, due to the disappointing results, the Company terminated its option.</p> <p>A further 9,181 feet of diamond drilling was also completed on a 15-claim group in Daniel Township, Province of Quebec, held under a working option agreement by the Company, and plans are being made to complete further drilling on these mining claims this year. No work was done on the Company's original gold property in Echo Township, Province of Ontario, during the past year.</p>												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company does not intend to purchase any property or other assets at the present time.												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	67,500 shares of the capital stock of the Company are held in pool or escrow with Chartered Trust Company, subject to release only with the consent of The Toronto Stock Exchange.												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Walter Leamy, 10 - 16th Avenue, Noranda, Quebec. - 67,500 shares												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <thead> <tr> <th></th><th>No. of Shares</th></tr> </thead> <tbody> <tr> <td>Craddock Securities Limited, 185 Bay Street, Toronto 1, Ontario.</td><td>366,150</td></tr> <tr> <td>Thomson & McKinnon, 55 Yonge Street, Toronto 1, Ontario.</td><td>143,920</td></tr> <tr> <td>Doherty, Roadhouse & Co., 335 Bay Street, Toronto 1, Ontario.</td><td>136,504</td></tr> <tr> <td>Playfair & Co. Ltd., 60 Yonge Street, Toronto 1, Ontario.</td><td>134,801</td></tr> <tr> <td>E. T. Lynch & Co., 55 Yonge Street, Toronto 1, Ontario.</td><td>133,500</td></tr> </tbody> </table> <p>Eric Craddock is the beneficial owner of 483,000 shares of the Company, of which 326,500 are registered in the name of Craddock Securities Limited and the remainder in names of various brokers. The Company has no knowledge of the beneficial ownership of the remaining 39,650 shares registered in the name of Craddock Securities Limited nor of the shares registered in the names of Thomson & McKinnon, Doherty, Roadhouse & Co., Playfair & Co. Ltd. or E. T. Lynch & Co.</p>		No. of Shares	Craddock Securities Limited, 185 Bay Street, Toronto 1, Ontario.	366,150	Thomson & McKinnon, 55 Yonge Street, Toronto 1, Ontario.	143,920	Doherty, Roadhouse & Co., 335 Bay Street, Toronto 1, Ontario.	136,504	Playfair & Co. Ltd., 60 Yonge Street, Toronto 1, Ontario.	134,801	E. T. Lynch & Co., 55 Yonge Street, Toronto 1, Ontario.	133,500
	No. of Shares												
Craddock Securities Limited, 185 Bay Street, Toronto 1, Ontario.	366,150												
Thomson & McKinnon, 55 Yonge Street, Toronto 1, Ontario.	143,920												
Doherty, Roadhouse & Co., 335 Bay Street, Toronto 1, Ontario.	136,504												
Playfair & Co. Ltd., 60 Yonge Street, Toronto 1, Ontario.	134,801												
E. T. Lynch & Co., 55 Yonge Street, Toronto 1, Ontario.	133,500												
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person has shareholdings large enough to materially affect control of the Company. However, Eric Craddock who is the owner of 483,000 shares, may be in a position to materially affect control if he is able to obtain proxies from other large shareholders as shown in item 15.												
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See Schedule of Investments attached to Balance Sheet as at April 11th, 1962												
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.												
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Under a Working Option Agreement dated May 19th, 1961, as amended by Agreement dated October 1st, 1961, between the Company and Walter Leamy, covering a 15-claim group in Daniel Township, Quebec, referred to in item 10 above, in order to complete the acquisition of the said mining claims the balance of the consideration to be paid is \$2,500.00 cash and 25,000 shares of Newlund Mines Limited on or before February 1st, 1963, and \$15,000.00 cash and 100,000 shares of Newlund Mines Limited on or before February 1st, 1964. Other than the foregoing, there are no material contracts entered into which are still in effect and which are not disclosed in the foregoing.												
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	This statement is filed pursuant to the rules and regulations of The Toronto Stock Exchange in respect to the matter referred to in item 1 above, which the Company understands to be classed as a "material change". There are no other relevant material facts. The shares of the Company will be in the course of primary distribution to the public after the said underwriting and option agreement becomes effective.												

CERTIFICATE OF THE COMPANY

DATED May 7th, 1962

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"E. Craddock"

By E. Craddock CORPORATE SEAL
President
And P. C. Finlay Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"J. E. Houston"

By J. E. Houston
APR 11 1962

"H. Gibson"

THE TORONTO STOCK EXCHANGE

31/10/68
19/11/68
28/11/68

FILING STATEMENT NO. 1662.
FILED, NOVEMBER 28th, 1968.

NEWLUND MINES LIMITED

Full corporate name of Company
Incorporated under the laws of the Province of Ontario
by Letters Patent dated the 20th day of September, 1949
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 732.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	This Statement is filed in respect of an Agreement dated the 18th day of October, 1968, whereby Newlund Mines Limited agreed to sell 400,000 shares of its capital stock at the price of 25¢ per share to Kingsize Investments Limited, Suite 200, 11 Adelaide Street West, Toronto 1, Ontario, for the purposes of investment and not for the purposes of resale. The Agreement provides that the said sale shall not become effective unless the said Agreement is accepted for filing by The Toronto Stock Exchange.	
2. Head office address and any other office address.	2400 The Bank of Nova Scotia Building, 44 King Street West, Toronto 1, Ontario.	
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>PRESIDENT and DIRECTOR E. D. WRIGHT, Suite 200, 11 Adelaide St. West, Toronto 1, Ontario. Chartered Accountant.</p> <p>VICE-PRESIDENT and DIRECTOR ERIC CRADOCK, 141 Yonge Street North, Aurora, Ontario. Stockbroker.</p> <p>GENERAL MANAGER and DIRECTOR J. R. BOOTH, Suite 601, 11 Adelaide St. West, Toronto 1, Ontario. President of Mylamaque Explorations Limited.</p> <p>SECRETARY-TREASURER and DIRECTOR P. C. FINLAY, 2400 The Bank of Nova Scotia Bldg., 44 King Street West, Toronto 1, Ontario. Partner in the legal firm of Holden, Murdoch, Walton, Finlay, Robinson, Pepall & Harvey.</p> <p>DIRECTOR J. P. DOLAN, 20 King Street West, Toronto 1, Ontario. Mining Executive.</p>	
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized Capitalization - 6,000,000 shares with a par value of \$1.00 each, of which 5,483,808 shares are issued and outstanding.	
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None	
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Pursuant to an Agreement dated the 6th day of May, 1968, Newlund Mines Limited granted to J. R. Booth, Suite 601, 11 Adelaide Street West, Toronto 1, Ontario, General Manager and Director of the Company, a non-transferable option to purchase 30,000 shares of the capital stock of the Company at the price of 23¢ per share, exercisable on or before the 6th day of May, 1970.	
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>See Item 6 above.</p> <p>Kingsize Investments Limited is owned 100% (save and except Directors' qualifying shares) by E. D. Wright, Suite 200, 11 Adelaide Street West, Toronto 1, Ontario.</p>	
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No payment in cash or securities of the Company has been made or will be made to any promoter or finder in connection with the proposed underwriting referred to in Item 1 above.	

9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company proposes to carry on general prospecting and in particular to conduct additional geological and geophysical work and diamond drilling on the group of 15 mining claims in Hyman Township, Agnew Lake Mining Area, Province of Quebec, and on the 2 groups of mining claims in the Township of Cavendish in the Eastern Ontario Mining Division, upon which the Company holds working option agreements.</p> <p>The proceeds of the sale of treasury shares referred to in Item 1 will be used to pay off existing bank loans of \$9,000.00, to repay a Director the sum of \$35,000.00 advanced by way of a loan, and in connection with the prospecting work referred to in the preceding paragraph.</p>												
10. Brief statement of company's chief development work during past year.	<p>During the past year geophysical and geological work and diamond drilling was carried out on the Hyman Township group of claims referred to in Item 9 above, and exploration and geophysical work was performed on the 2 groups of mining claims in Cavendish Township also referred to in Item 9 above.</p>												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table border="1"> <thead> <tr> <th data-bbox="559 1484 617 1505">Name</th><th data-bbox="997 1484 1156 1505">Shares held</th></tr> </thead> <tbody> <tr> <td data-bbox="532 1524 940 1603">Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto 1, Ontario.</td><td data-bbox="1044 1524 1141 1545">243,155</td></tr> <tr> <td data-bbox="532 1625 940 1705">Robertson, Malone & Co. Ltd., 129 Adelaide Street West, Toronto 1, Ontario.</td><td data-bbox="1044 1625 1141 1646">198,275</td></tr> <tr> <td data-bbox="532 1723 813 1803">J. H. Crang & Co., 20 King Street West, Toronto 1, Ontario.</td><td data-bbox="1044 1723 1141 1744">185,712</td></tr> <tr> <td data-bbox="532 1822 987 1901">Isard, Robertson, Easson Co. Ltd., 330 Bay Street, Toronto 1, Ontario.</td><td data-bbox="1044 1822 1141 1843">103,000</td></tr> <tr> <td data-bbox="532 1920 894 2000">E. T. Lynch & Co. Limited, 10 Victoria Street, Toronto 1, Ontario.</td><td data-bbox="1059 1920 1141 1941">94,300</td></tr> </tbody> </table> <p>E. D. Wright is the beneficial owner of 408,001 shares of the Company, of which 398,000 shares are registered in the names of various Brokers, including some of those listed above. In addition, Eric Cradock is the beneficial owner of 40,001 shares of the Company, of which 40,000 shares are registered in the names of various Brokers, some of which are included above.</p> <p>Other than the foregoing the Company has no knowledge as to the beneficial owners of the remaining shares registered in the names of the Brokers above listed.</p>	Name	Shares held	Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto 1, Ontario.	243,155	Robertson, Malone & Co. Ltd., 129 Adelaide Street West, Toronto 1, Ontario.	198,275	J. H. Crang & Co., 20 King Street West, Toronto 1, Ontario.	185,712	Isard, Robertson, Easson Co. Ltd., 330 Bay Street, Toronto 1, Ontario.	103,000	E. T. Lynch & Co. Limited, 10 Victoria Street, Toronto 1, Ontario.	94,300
Name	Shares held												
Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto 1, Ontario.	243,155												
Robertson, Malone & Co. Ltd., 129 Adelaide Street West, Toronto 1, Ontario.	198,275												
J. H. Crang & Co., 20 King Street West, Toronto 1, Ontario.	185,712												
Isard, Robertson, Easson Co. Ltd., 330 Bay Street, Toronto 1, Ontario.	103,000												
E. T. Lynch & Co. Limited, 10 Victoria Street, Toronto 1, Ontario.	94,300												
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	<p>So far as the Company is aware, there is no person whose shareholdings are large enough to materially affect control of the Company. However, E.D. Wright, who is the beneficial owner of 408,000 shares, may be in a position to materially affect control upon a solicitation of proxies from other large shareholders.</p>												

FINANCIAL STATEMENTS

NEWLUND MINES LIMITED

Balance Sheet as at September 30th. 1968

(With Comparative figures as at September 30th. 1967)

ASSETS

	<u>1968</u>	<u>1967</u>
Current Assets		
Cash		2,498.00
Marketable Securities		
At Cost - Less Allowance		
for decline in Market		
Value 1968 - \$85,000.00		
1967 - \$115,000.00		
(Quoted Market Value)		
(1968 - \$224,538.00)		
(1967 - \$235,200.00)	225,697.00	235,000.00
Accounts Receivable		492.00
	<u>225,697.00</u>	<u>237,990.00</u>
Interest in Other Companies		
Unlisted Shares at Cost	53,908.00	36,409.00
Advance - Penn Nuclear Corp.	3,519.00	3,519.00
Other Shares (including		
dormant subsidiary company)	4.00	4.00
	<u>57,431.00</u>	<u>39,932.00</u>
Mining Properties and Claims		
Patented Mining Claims - Echo		
Township, Ontario.- Nominal Value	1.00	1.00
Interest in Mining Claims		
Daniel Township, P.Q. - Nominal Value	1.00	1.00
Mining Claims held under Miner's		
License, Hyman Township, Ontario	8,000.00	8,000.00
Mining Claims held under Development		
Licenses in 1409 Township, P.Q.		750.00
Mining Claims - Cavendish Township,		
Ontario		
Working Options:-		
Group 1 - Initial Payment	1,000.00	
Group 2 - Initial Payment	<u>1,500.00</u>	
	<u>2,500.00</u>	
	<u>10,502.00</u>	<u>8,752.00</u>
Other Assets		
Interest in buildings and		
equipment - Echo Township		
at Nominal Value	1.00	1.00
Interest in Mining Syndicate		2,500.00
	<u>1.00</u>	<u>2,501.00</u>
Deferred Expenditures		
Exploration Expenditures		
as per Statement	<u>14,355.00</u>	<u>7,452.00</u>
	<u>\$307,986.00</u>	<u>\$296,627.00</u>

LIABILITIES

	<u>1968</u>	<u>1967</u>
Bank Loan and Overdraft		
(Secured by Marketable Securities)	15,588.00	25,000.00
Notes Payable - Issued to cover		
advances from a Director of the		
Company	25,000.00	
Accounts Payable	<u>5,285.00</u>	<u>3,367.00</u>
	<u>45,873.00</u>	<u>28,367.00</u>
Shareholders' Equity		
Capital Stock		
Authorized - 6,000,000 shares		
of \$1.00 each		
Issued - 5,483,808 Shares (Note 1)	5,483,808.00	5,483,808.00
Less - Discount on Shares	<u>2,110,900.00</u>	<u>2,110,900.00</u>
	3,372,908.00	3,372,908.00
	<u>3,110,795.00</u>	<u>3,104,648.00</u>
Deduct - Deficit	<u>262,113.00</u>	<u>268,260.00</u>
	<u>\$ 307,986.00</u>	<u>\$ 296,627.00</u>

Approved on behalf of the Board:

C. P. H. H. Director
P. J. Taylor Director

NEWLUND MINES LIMITED

Note to Balance Sheet
as at September 30th. 1968

Note 1 - Re Capital Stock

Under an Option Agreement dated the 6th day of May 1968, the Company granted to J. R. Booth, the General Manager of the Company, a non-transferable option to purchase 30,000 shares of the Capital Stock of the Company at the price of 23 cents per share, exercisable on or before the 6th day of May 1970, provided, however, that J.R. Booth would be limited to the purchase of 15,000 on or before the 6th day of May, 1969.

NEWLUND MINES LIMITED

Statement of Exploration and Administrative Expenditures
for the year ended September 30th. 1968
(With Comparative figures for year ended September 30th. 1967)

	<u>1968</u>	<u>1967</u>
Exploration Expenditures		
Echo Township, Ontario	3,287.00	3,249.00
Daniel Township, Quebec	130.00	120.00
Hyman Township, Ontario	2,606.00	4,525.00
Elliot Lake, Ontario		1,250.00
Cavendish Township, Ontario	4,167.00	
Sundry Exploration		87.00
	<u>10,190.00</u>	<u>9,231.00</u>
Administrative and Corporate Expense		
Management Fee		1,800.00
Office Services	2,400.00	2,400.00
Share Transfer Expense	3,107.00	2,010.00
Legal & Audit Fees	3,565.00	3,711.00
Shareholders' Information and		
Annual Meeting Expense	1,140.00	770.00
Miscellaneous Expense	152.00	115.00
Interest	1,546.00	2,919.00
Travel	358.00	250.00
Share Certificates	536.00	
Stock Exchange Fees	200.00	
	<u>13,004.00</u>	<u>13,975.00</u>
Deduct - Interest & Dividends received		<u>1,456.00</u>
	<u>13,004.00</u>	<u>12,519.00</u>
Expenditures (Net) for the year	23,194.00	21,750.00
Balance deferred at beginning of year	<u>7,452.00</u>	<u>2,807.00</u>
	<u>30,646.00</u>	<u>24,557.00</u>
Deduct Amounts written off to Deficit:-		
Exploration Expenditure		
Echo Township, Ontario	3,287.00	3,249.00
Elliot Lake, Ontario		1,250.00
Sundry Exploration		87.00
	<u>3,287.00</u>	<u>4,586.00</u>
Administrative & Corporate Expense	<u>13,004.00</u>	<u>12,519.00</u>
	<u>16,291.00</u>	<u>17,105.00</u>
Balance Deferred at end of year	<u>14,355.00</u>	<u>7,452.00</u>
Summary of Expenditures Deferred		
Exploration Expense		
Daniel Township, Quebec	415.00	
Hyman Township, Ontario	9,773.00	
Cavendish Township, Ontario	4,167.00	
	<u>14,355.00</u>	

Statement of Deficit

Year Ended September 30th. 1968
(With Comparative figures as at September 30th. 1967)

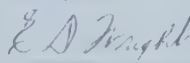
	<u>1968</u>	<u>1967</u>
Balance at beginning of year	3,104,648.00	2,968,258.00
Add:-		
Amounts Written Off		
Exploration Expenditures	3,287.00	4,586.00
Administration & Corporate Expense	13,004.00	12,519.00
Allowance for decline in value of Marketable Securities		65,000.00
Loss on Sale of Securities	16,156.00	54,285.00
Participation in Syndicates		
Written Off	2,950.00	
Mining Claims held under Development Licenses in Township 1409, Quebec,		
Written Off	<u>750.00</u>	
	<u>3,140,795.00</u>	<u>3,104,648.00</u>
Deduct:-		
Reduction in Allowance for decline in Value of Marketable Securities	<u>30,000.00</u>	
	<u>\$3,110,795.00</u>	<u>\$3,104,648.00</u>

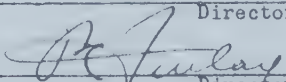
NEWLUND MINES LIMITED

Statement of Source and Application of Funds
Year ended September 30th. 1968
(With Comparative figures at September 30th. 1967)

	<u>1968</u>	<u>1967</u>
Source of Funds		
Sale of Shares in Other Companies		17,997.00
Reduction in Allowance for decline in value of Marketable Securities	<u>30,000.00</u>	
	<u>30,000.00</u>	<u>17,997.00</u>
Application of Funds		
Exploration & Administrative Expenditures (Net)	23,194.00	21,750.00
Investment in Other Companies	17,500.00	19,465.00
Additional Allowance for decline in value of Marketable Securities		65,000.00
Loss on Sale of Marketable Securities	16,156.00	19,234.00
Increase in Interest in Mining Syndicate		500.00
Participation in Mining Syndicates		
Written Off	<u>2,950.00</u>	
	<u>59,800.00</u>	<u>125,949.00</u>
Decrease in Working Capital	29,800.00	107,952.00
Working Capital at beginning of year	<u>209,623.00</u>	<u>317,575.00</u>
Working Capital at end of year	<u>\$179,823.00</u>	<u>\$209,623.00</u>

Approved on behalf of the Board:



 Director


 Director

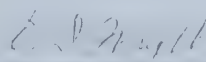
Statement of Material Changes
in items on the Balance Sheet
since the date thereof viz.
September 30th. 1968 up to
October 29th. 1968, the date
of the filing statement.

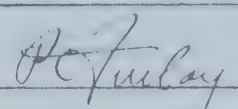
1. Additional Advances were made by a Director to the Company as follows:-

Date of Advance			
<u>1968</u>			
Oct. 4	Amount	\$3,000.00	
Oct. 10	Amount	<u>5,000.00</u>	<u>\$8,000.00</u>

2. With reference to the Working Option on Mining Claims, Cavendish Township, Province of Ontario, (Group 1), the Company made a further payment of \$5,000.00, which payment was due October 15th. 1968 under the Option Agreement.

Approved on behalf of the Board:-



 Director


 Director

NEWLUND MINES LIMITED

Investments - September 30th. 1968

Listed

<u>Shares</u>		<u>Book Value</u>	<u>Market @</u>	<u>Value \$</u>
333,000	Anthonian Mining Corporation	74,752.33	.10¢	33,300.00
50,000	Iso Mines Limited	44,523.25	\$1.90	95,000.00
712,875	Louvicourt Goldfield Corporation	191,421.34	.13½¢	96,238.00
		<u>\$310,696.92</u>		<u>\$224,538.00</u>

Other and Unlisted

20,000	Croinor Pershing Mines Limited	7,907.50
3,605	Kyak Quebec Mines Limited	1.00
50,000	Lempira Mines Limited	1.00
233,333	Lance Creek Mines Limited	17,500.00
	Penn Nuclear Corporation	
34,000	Preference	7,389.00
125,000	Common	21,111.48
200,000	Roycam Copper Mines Limited	1.00
99,594	Vercheres Oil	1.00
		<u>\$364,608.90</u>

NEWLUND MINES LIMITED

Monies Advanced to Penn Nuclear Corporation

<u>DATE</u>	<u>AMOUNT ADVANCED</u>	<u>(Canadian Funds)</u>
1966		
June 15	\$ 8,964.41	
Sept. 7	3,590.57	
Oct. 6	1,802.00	
Oct. 17	1,620.00	
Nov. 7	1,000.00	
1967		
Jan. 18	1,620.00	
Jan. 23	1,000.00	
Feb. 17	1,628.75	
July 12	<u>10,793.75</u>	<u>\$32,019.48</u>

Canadian Funds Applied as follows:

Applied on Stock Purchase	28,500.48	34,000 preferred shares 125,000 common shares
Applied on Demand Note	<u>3,519.00</u>	
	<u>\$32,019.48</u>	

17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See Schedule of Investments as at September 30th, 1968, attached to Balance Sheet on page 6.
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>On the 5th of June, 1968, the Company entered into a Working Option Agreement with Harvey G. Greene with respect to Mining Claims EO-33826, EO-33827, EO-33828, EO-33278, EO-35355, EO-35356, EO-35361, EO-35362, EO-36685, EO-36686, EO-36687 and EO-36688, in the Township of Cavendish, Eastern Ontario Mining Division. \$1,000.00 was paid on the execution of the Agreement, \$5,000.00 on the 15th of October, 1968, and the Agreement provides for the following optional payments:- \$5,000.00 on each of the 15th days of January, April and July, 1969, and the balance of \$9,000.00 on the 15th day of January, 1970. If the option is exercised, provision is made in the said Agreement for the incorporation and organization of a new company with the capital divided into 3,000,000 shares, to which the said Mining Claims are to be transferred. Greene is to receive 300,000 shares for his interest in the said Mining Claims, and Newlund is to receive 450,000 shares. Newlund is to have the right or option to purchase an additional 2,149,995 treasury shares at such price or prices as may be agreed upon by Newlund and the new company.</p> <p>On the 16th of September, 1968, the Company entered into a further Working Option Agreement with Harvey G. Greene with respect to Mining Claims EO-38139, EO-39282, EO-39283, EO-39284, EO-39285, EO-39286, EO-39287, EO-39288 and EO-39289, in the Township of Cavendish, Eastern Ontario Mining Division. \$1,500.00 was paid on the execution of the Agreement, and the Agreement provides for the following optional payments:- \$3,000.00 on the 15th day of January, 1969, \$4,000.00 on the 15th day of April, 1969, \$5,000.00 on each of the 15th days of July and October, 1969, \$5,000.00 on the 15th day of January, 1970, and the balance of \$6,500.00 on the 15th day of April, 1970. If the option is exercised, provision is made in the said Agreement for the incorporation and organization of a new company with the capital divided into 3,000,000 shares, to which the said Mining Claims are to be transferred. Greene is to receive 250,000 shares for his interest in the said Mining Claims, and Newlund is to receive 500,000 shares. Newlund is to have the right or option to purchase an additional 2,149,995 treasury shares at such price or prices as may be agreed upon by Newlund and the new company.</p>
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts, and the shares of the Company are not in the course of primary distribution to the public.

DATED October 29th, 1968.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NEWLUND MINES LIMITED
 "E.D. Wright" By E. D. Wright CORPORATE SEAL
 "P.C. Finlay" And P. C. Finlay Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE TORONTO STOCK EXCHANGE

3/4/69
14/4/69

FILING STATEMENT NO. 1696.
FILED, JUNE 4th, 1969.

NEWLUND MINES LIMITED

Full corporate name of Company
Incorporated under the laws of the Province of Ontario
by Letters Patent dated the 20th day of September, 1949
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT Reference is made to previous
Filing Statement No. 1662.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	This Statement is filed in respect of - (a) an Agreement dated March 10th, 1969, between Newlund Mines Limited, Louvicourt Goldfield Corporation (No Personal Liability) and Scarth Street Properties Limited, particulars of which are set forth in Schedule "A" hereto on pages 3 and 4; and (b) an application for Supplementary Letters Patent increasing the authorized capitalization of the Company from \$6,000,000 to \$10,000,000 by creating an additional 4,000,000 shares of the par value of \$1.00 each, ranking on a parity with the existing shares of the Company.	
2. Head office address and any other office address.	2400 The Bank of Nova Scotia Building, 44 King Street West, Toronto 1, Ontario.	
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	PRESIDENT and DIRECTOR	E. D. WRIGHT, Suite 200, 11 Adelaide St. West, Toronto 1, Ontario. Chartered Accountant.
	VICE-PRESIDENT, GENERAL MANAGER and DIRECTOR	J. R. BOOTH, Suite 601, 11 Adelaide St. West, Toronto 1, Ontario. President of Mylamaque Explorations Limited.
	SECRETARY-TREASURER and DIRECTOR	P. C. FINLAY, 2400 The Bank of Nova Scotia Bldg., 44 King Street West, Toronto 1, Ontario. Partner in the legal firm of Holden, Murdoch, Walton, Finlay, Robinson, Pepall & Harvey.
	DIRECTOR	ERIC CRADOCK, 141 Yonge Street North, Aurora, Ontario. Stockbroker.
	DIRECTOR	J. P. DOLAN, 20 King Street West, Toronto 1, Ontario. Mining Executive.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized Capitalization - 6,000,000 shares with a par value of \$1.00 each, of which 5,483,808 shares are issued and outstanding.	
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None	

6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Pursuant to an Agreement dated the 6th day of May, 1968, Newlund Mines Limited granted to J. R. Booth, Suite 601, 11 Adelaide Street West, Toronto 1, Ontario, General Manager and Director of the Company, a non-transferable option to purchase 30,000 shares of the capital stock of the Company at the price of 23¢ per share, exercisable on or before the 6th day of May, 1970.								
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	See Item 6 above.								
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No payment in cash or securities of the Company has been made or will be made to any promoter or finder in connection with the Agreement referred to in Item 1 (a) above.								
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company proposes to carry on general prospecting on the 15-claim group in Hyman Township, Agnew Lake area, Province of Ontario, and to conduct further geological work and diamond drilling on the 12-claim group in Cavendish Township, Eastern Ontario Mining Division, on which the Company holds a working option agreement.</p> <p>In addition, in conjunction with Newlund Mines Limited, aerial photostudy interpretation, ground survey, and radiometric, geological and seismic surveys, together with diamond drilling, are proposed during 1969 on Jaybee Mineral Permit No. 1 referred to in Schedule "A" hereto. The estimated cost of the said program is \$259,296.00, made up as follows:-</p> <table> <tr> <td data-bbox="604 1451 1360 1559">Airborne radiometric survey at $\frac{1}{2}$ mile intervals - 3328 line miles @ \$7 per line mile</td><td data-bbox="1411 1505 1579 1559">\$ 23,296</td></tr> <tr> <td data-bbox="604 1585 1192 1693">Seismic Survey - 3 mile grid totalling 190 miles of survey @ \$800 per mile</td><td data-bbox="1428 1639 1579 1693">152,000</td></tr> <tr> <td data-bbox="604 1720 1276 1827">Two deer tests - 3,500 feet each @ \$12 per foot, including logging and supervision</td><td data-bbox="1411 1774 1579 1827">84,000</td></tr> <tr> <td></td><td data-bbox="1411 1827 1579 1881"><u>\$259,296</u></td></tr> </table> <p>The work commitment under the said Mineral Permit requires a minimum expenditure of \$30,000 in the first year, \$45,000 in the second year, and \$60,000 in the third year, or a total minimum expenditure of \$135,000.</p>	Airborne radiometric survey at $\frac{1}{2}$ mile intervals - 3328 line miles @ \$7 per line mile	\$ 23,296	Seismic Survey - 3 mile grid totalling 190 miles of survey @ \$800 per mile	152,000	Two deer tests - 3,500 feet each @ \$12 per foot, including logging and supervision	84,000		<u>\$259,296</u>
Airborne radiometric survey at $\frac{1}{2}$ mile intervals - 3328 line miles @ \$7 per line mile	\$ 23,296								
Seismic Survey - 3 mile grid totalling 190 miles of survey @ \$800 per mile	152,000								
Two deer tests - 3,500 feet each @ \$12 per foot, including logging and supervision	84,000								
	<u>\$259,296</u>								
10. Brief statement of company's chief development work during past year.	During the past year scintillometer and geological surveys were completed on the Hyman Township Claims referred to above, and geophysical surveys, prospecting, trenching, and approximately 4,000 feet of diamond drilling were completed on the 12-claim group in Cavendish Township, Eastern Ontario Mining Division.								
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Scarth Street Properties Limited, 735 Avord Tower, 2002 Victoria Avenue, Regina, Saskatchewan, is the vendor of the Mineral Permit referred to in Item 1 Schedule "A".								

SCHEDULE "A"

Summary of Agreement dated March 10th, 1969, between NEWLUND MINES LIMITED ("Newlund") of the First Part, LOUVICOURT GOLDFIELD CORPORATION (No Personal Liability) ("Louvicourt") of the Second Part, and SCARTH STREET PROPERTIES LIMITED ("Scarth") of the Third Part.

Pursuant to an Agreement dated March 10th, 1969, between Newlund of the First Part, Louvicourt of the Second Part and Scarth of the Third Part, Scarth granted to Newlund and Louvicourt an interest in Jaybee Mineral Permit No. 1 authorizing the holder to prospect for minerals in the Province of Saskatchewan, covering approximately 192,000 acres in the Athabaska Mining District, Province of Saskatchewan, in consideration of -

- (a) the allotment and issue by Newlund to Scarth of 125,000 fully paid and non-assessable shares of its capital stock;
- (b) the allotment and issue by Louvicourt to Scarth of 125,000 fully paid and non-assessable shares of its capital stock; and
- (c) the payment by Newlund and Louvicourt to Scarth of a sum not exceeding in total \$32,000.00 to cover expenses including application fee, rental and bond and other miscellaneous expenditures incurred by Scarth in connection with the Mineral Permit.

Newlund and Louvicourt undertook to forthwith cause a New Company to be incorporated, and Scarth agreed to transfer the said Mineral Permit to the New Company in consideration of the allotment and issue of -

- (a) 210,000 fully paid and non-assessable shares of the capital stock of the New Company to Scarth;
- (b) 270,000 fully paid and non-assessable shares of the capital stock of the New Company to Newlund; and
- (c) 270,000 fully paid and non-assessable shares of the capital stock of the New Company to Louvicourt.

All shares of the New Company to be issued as set forth above, are to be subject to and dealt with in accordance with the regulations and policies of the Securities Commission in any jurisdiction that the New Company desires to qualify its shares for distribution to the public.

As further consideration for the transfer of the Mineral Permit to the New Company, the New Company undertook to pay all expenses of the incorporation and organization and acquisition by it of the Mineral Permit and to reimburse Newlund and Louvicourt for all advances made by them on such account and to repay to Newlund and Louvicourt all moneys expended or which Newlund and Louvicourt have made commitments to expend prior to the incorporation of the New Company for surveys or other exploration work in connection with the Mineral Permit.

Newlund and Louvicourt obtain the sole and exclusive right or option to purchase at any time and from time to time all or any part of the remaining 2,249,995 shares of the capital stock of the New Company at such price or prices as may be mutually agreed upon between Newlund, Louvicourt and the New Company.

If in the opinion of the New Company results of exploration work do not warrant maintaining the Mineral Permit in good standing, the New Company shall have the right to allow same to expire, and -

- (a) Newlund shall issue and allot to Scarth 25,000 fully paid and non-assessable shares of its capital stock; and
- (b) Louvicourt shall issue and allot to Scarth 25,000 fully paid and non-assessable shares of its capital stock.

In the event that the New Company commences commercial production of ore from any part of the lands covered by the Mineral Permit -

- (a) Newlund shall issue and allot to Scarth 25,000 fully paid and non-assessable shares of its capital stock; and
- (b) Louvicourt shall issue and allot to Scarth 25,000 fully paid and non-assessable shares of its capital stock.

Within one year after the date that the New Company commences commercial production of ore, Scarth has the right at its option to either -

- (a) Sell to Newlund and Louvicourt a total of 30,000 shares of the capital stock of the New Company in consideration of the issue and allotment of 50,000 fully paid and non-assessable shares of the capital stock of Newlund and 50,000 fully paid and non-assessable shares of the capital stock of Louvicourt; or
- (b) Sell to Newlund and Louvicourt a total of 60,000 shares of the capital stock of the New Company in consideration of the issue and allotment of 100,000 fully paid and non-assessable shares of the capital stock of Newlund and 100,000 fully paid and non-assessable shares of the capital stock of Louvicourt; or
- (c) Sell to Newlund and Louvicourt a total of 90,000 shares of the capital stock of the New Company in consideration of the issue and allotment of 150,000 fully paid and non-assessable shares of the capital stock of Newlund and 150,000 fully paid and non-assessable shares of the capital stock of Louvicourt.

All shares of Newlund and Louvicourt to be issued to Scarth pursuant to the Agreement are to be free shares and not subject to any escrow arrangements whatsoever.

Under the said Agreement Scarth will initially hold a 7% interest in the New Company subject at its option to reduce its interest to 4% by the sale of shares of the New Company to Newlund and Louvicourt as set forth above. In the event that Newlund and Louvicourt exercise their right to purchase all the remaining treasury shares of the New Company, their interest in the New Company would then be 93%, subject to increasing same to 96% in the event that they acquire shares of the New Company from Scarth as set forth above.

In the event that the authorized capitalization of the New Company is increased from 3,000,000 shares, the New Company shall allot and issue to Scarth that number of fully paid and non-assessable shares of any such increase in direct proportion to the shares then held by Scarth.

The aforesaid Agreement further provides that any of the parties thereto may at its option terminate the Agreement in the event that on or before the 15th day of May, 1969 -

- (a) same has not been accepted for filing by The Toronto Stock Exchange and approved by the Ontario Securities Commission; or
- (b) a Special Resolution increasing the authorized capital of Newlund from \$6,000,000 to \$10,000,000 is not confirmed at a General Meeting of Shareholders of Newlund called for that purpose and Newlund has made application for such Supplementary Letters Patent.

NOTE: The Shareholders of Newlund Mines Limited at a General Meeting held on the 31st day of March, 1969, confirmed the Special Resolution authorizing an application for Supplementary Letters Patent increasing its authorized capital from \$6,000,000 to \$10,000,000, and application has been made under date of April 3rd, 1969, to the Lieutenant Governor of the Province of Ontario for Supplementary Letters Patent.

FINANCIAL STATEMENTS

NEWLUND MINES LIMITED

BALANCE SHEET - MARCH 31, 1969

(With Comparative figures at March 31, 1968)

A S S E T S

	<u>1969</u>	<u>1968</u>
Current Assets		
Cash	34,035.42	71.15
Receivable from Broker	3,549.21	
Marketable Securities		
At cost less allowance for decline		
in value in 1969, \$35,000.00		
in 1968, \$115,000.00 (Quoted Market		
Value 1969 - \$273,275.00;		
1968 - \$224,170.00)	<u>271,835.53</u>	<u>234,999.17</u>
	<u>\$309,420.16</u>	<u>\$235,070.32</u>
Interest in Other Companies		
Unlisted Shares at cost	46,000.48	53,907.98
Advance	<u>3,519.00</u>	<u>3,519.00</u>
	49,519.48	57,426.98
Less Allowance for decline in value	<u>37,000.00</u>	
	12,519.48	57,426.98
Other shares at nominal value	<u>5.00</u>	<u>4.00</u>
	<u>\$ 12,524.48</u>	<u>\$ 57,430.98</u>
Mining Properties and Claims		
Patented Mining Claims, Echo Twp., Ontario,		
at nominal value	1.00	1.00
Interest in Mining Claims at nominal value,		
Daniel Twp., P.Q.	1.00	1.00
Mining Claims, Horden Lake, Quebec.		750.00
Mining Claims held under Miner's License		
in Hyman Twp., Ontario.	<u>8,000.00</u>	<u>8,000.00</u>
	<u>\$ 8,002.00</u>	<u>\$ 8,752.00</u>
Payment on Option to Purchase Mining		
Claims - (Note 1)	<u>\$ 7,000.00</u>	
Other Assets		
Interest in Buildings and Equipment,		
Echo Twp., Ontario, at nominal value	1.00	1.00
Interest in Mining Syndicates		<u>2,950.00</u>
	<u>\$ 1.00</u>	<u>\$ 2,951.00</u>
Deferred Expenditures		
Exploration Expenditures - Statement		
attached	<u>\$ 45,819.56</u>	<u>\$ 7,552.56</u>
	<u>\$382,767.20</u>	<u>\$311,756.86</u>

NEWLUND MINES LIMITED

BALANCE SHEET - MARCH 31, 1969

(With Comparative figures at March 31, 1968)

LIABILITIES

	<u>1969</u>	<u>1968</u>
Current Liabilities		
Bank Loans		25,000.00
Notes and Loan Payable - Director		20,000.00
Accounts Payable and Accrued	<u>650.00</u>	<u>6,154.74</u>
	<u>\$ 650.00</u>	<u>\$ 51,154.74</u>
Capital Stock (Note 2)		
Authorized - 6,000,000 Shares of \$1.00 each		
Issued		
October 1, 1968 5,483,808 Shares	5,483,808.00	5,483,808.00
Issued for Cash Agreement		
October 18th. 1968		
@ .25¢ per share <u>400,000 Shares</u>	<u>400,000.00</u>	
	5,883,808.00	5,483,808.00
Less Discount	<u>2,410,900.00</u>	<u>2,110,900.00</u>
	3,472,908.00	3,372,908.00
Deficit - Statement attached	<u>3,090,790.80</u>	<u>3,112,305.88</u>
	<u>\$ 382,117.20</u>	<u>\$ 260,602.12</u>
	<u>\$ 382,767.20</u>	<u>\$ 311,756.86</u>

Approved on behalf of the Board of Directors:

L D Wright Director

P C Friday Director

NEWLUND MINES LIMITED

STATEMENT OF EXPLORATION AND ADMINISTRATIVE EXPENDITURES
for the period October 1st. 1968 to March 31st. 1969
(with comparative figures October 1st. 1967 to
March 31st. 1968)

	<u>1969</u>	<u>1968</u>
Balance brought forward	<u>14,197.95</u>	<u>7,452.56</u>
Exploration Expenditures		
Echo Township, Ontario		
Caretaker's Salary	720.00	1,080.00
Unemployment Insurance	8.64	15.60
Comprehensive Liability Insurance	35.35	35.35
Fire Insurance		617.28
Heating & Fuel Oil	20.97	10.89
Workmen's Compensation	<u>4.41</u>	<u>151.20</u>
	<u>789.37</u>	<u>1,910.32</u>
Hyman Township, Ontario		
Miner's License	<u>50.00</u>	<u>100.00</u>
Cavendish Township, Ontario		
Miner's License	50.00	
Scintillometer & Magnetometer	500.00	
Trenching & Bulldozing	416.30	
Drilling	23,846.44	
Consultant's Fees & Expense	5,978.94	
Car & Truck Rental	491.03	
Assays	227.50	
Phones, etc.	<u>61.40</u>	
	<u>31,571.61</u>	<u>-</u>
Administrative Expense		
Interest on Loans	680.63	848.52
Legal & Audit	1,159.38	564.52
Transfer Agents Fees & Expense	1,653.21	1,126.10
Accounting & Stenographic	1,200.00	1,200.00
Share Certificates	268.13	536.26
Stock Exchange Fees	288.20	
Stationery, etc.	46.70	
Ontario & Quebec Corporation Taxes	105.00	100.00
Filing Fee	10.00	10.00
Printing Annual Reports	1,170.71	1,065.46
Travel	<u>293.79</u>	<u>293.79</u>
	<u>6,581.96</u>	<u>5,744.65</u>
	<u>53,190.89</u>	<u>15,207.53</u>
Deduct - Amounts Written Off to Deficit:		
Exploration Expense		
Echo Township	789.37	1,910.32
Administration Expense	<u>6,581.96</u>	<u>5,744.65</u>
	<u>7,371.33</u>	<u>7,654.97</u>
Balance Deferred at end of period	<u>45,819.56</u>	<u>7,552.56</u>
Summary of Deferred Expenditures		
Daniel Township	405.00	285.00
Hyman Township	9,676.56	7,267.56
Cavendish Township	<u>35,738.00</u>	<u>-</u>
	<u>45,819.56</u>	<u>7,552.56</u>

NEALUND MINES LIMITED

STATEMENT OF DEFICIT
for the period October 1st. 1968 to March 31st, 1969
(with comparative figures for the period October 1st.
1967 to March 31st, 1968)

	<u>1969</u>	<u>1968</u>
Balance at beginning of period	3,162,101.12	3,104,650.91
Add - Expenditures during period written off:-		
Echo Township	789.37	1,910.32
Administrative Expense	6,581.96	5,744.65
	<u>7,371.33</u>	<u>7,654.97</u>
Sub-Total	3,169,472.45	3,112,305.88
Deduct - Profit on Sale of Securities	25,681.65	-
Adjustments in Allowance for decline in value of Securities	<u>53,000.00</u>	<u>-</u>
	<u>78,681.65</u>	<u>-</u>
Balance to Balance Sheet	<u>3,090,790.80</u>	<u>3,112,305.88</u>

NOTES TO FINANCIAL STATEMENTS
as at March 31st. 1969

1. Payments on Option to Purchase Mining Claims.

In order to complete the acquisition of Mining Claims in the Township of Cavendish, Province of Ontario, held under the amended option agreement, further payments are required as follows:-

- (a) \$4,000.00 on or before June 15th. 1969
- \$5,000.00 on or before November 15th. 1969
- \$5,000.00 on or before April 15th. 1970
- \$9,000.00 on or before September 15th. 1970

and

- (b) the issue to the optionor of 300,000 shares of the Capital Stock of a Company to be formed to acquire the claims.

2. Capital Stock

- (a) An employee has been granted an option to purchase 30,000 shares of the Company's Capital Stock at 23 cents per share before May 6, 1970 with not more than 15,000 shares being purchased before May 6th. 1969.
- (b) At an Annual and General meeting of the Shareholders of the Company held on March 31st. 1969, the Shareholders confirmed, without variation, Special Resolution No. 2, whereby the Company was authorized to make application to the Lieutenant Governor of the Province of Ontario for Supplementary Letters Patent increasing the authorized capital of the Company from \$6,000,000.00 to \$10,000,000.00 by creating an additional 4,000,000 shares of the par value of \$1.00 each ranking in parity with the existing shares of the Company.

NELUND MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the period October 1st, 1968 to March 31st, 1969

(With comparative figures for the period
October 1st, 1967 to March 31st, 1968)

	<u>Six Month Period Ended</u>	
	<u>March 31, 1969</u>	<u>March 31, 1968</u>
Working Capital at beginning of the period	<u>175,081.45</u>	<u>209,620.55</u>
Source of Funds during the period:-		
Sale of Capital Stock 400,000 Shares @ 25 cents per share	100,000.00	
Profit on Sales of Securities	25,681.65	
Reduction in Allowance for decline in value of Securities	<u>53,000.00</u>	
	<u>178,681.65</u>	<u>Nil</u>
Sub Total	<u>353,763.10</u>	<u>209,620.55</u>
Application of Funds		
Payment on Option to purchase Mining claims - Cavendish Twp.	6,000.00	
Purchase of Shares in Lance Creek Uranium Mines		17,500.00
Participation in Prospecting Syndicate		450.00
Exploration Expenses		
Hyman Twp., Ontario	50.00	100.00
Echo Twp., Ontario	789.37	1,910.32
Cavendish Twp., Ontario	31,571.61	-
Administrative Expense	<u>6,581.96</u>	<u>5,744.65</u>
	<u>44,992.94</u>	<u>25,704.97</u>
Working Capital March 31	<u>308,770.16</u>	<u>183,915.58</u>

Approved on behalf of the Board of Directors

E D Wright Director
R C Fenty Director
f

Investments - March 31st, 1969

Marketable

<u>Shares</u>	<u>Book Value</u>	<u>Market Value</u>	
333,000 Anthonian Mining	74,752.33	.10¢	33,300.00
36,000 Iso Mines Limited	29,861.36	2.40	86,400.00
767,875 Louvicourt Goldfield Corporation	<u>202,221.84</u>	.20¢	<u>153,575.00</u>
	306,835.53		<u>\$273,275.00</u>

Unlisted and Other

Shares

20,000 Croinor Pershing Mines	1.00	
3,605 Kyak Quebec Mines	1.00	
500,000 Lempira Mines	1.00	
* Lance Creek Uranium Mines		
200,000 Escrow)		
33,333 Treasury @ 30¢)	17,500.00	
Penn Nuclear Corp.		
34,000 Preferred	7,389.00	
125,000 Common	<u>21,111.48</u>	28,500.48
200,000 Roycam Copper Mines	1.00	
99,594 Vercheres Oil	<u>1.00</u>	
		<u>\$352,841.01</u>

* Note - Re Lance Creek Mines Limited - See Statement of Material Changes.

Statement of Material Changes in the
items on the Balance Sheet since
March 31st, 1969 to date of
Filing Statement

Re List of Investments

The Charter of Lance Creek Mines Limited is being surrendered and the Company, since March 31st, 1969, has distributed its remaining funds among its Shareholders. As a result, Newlund Mines Limited has now received the sum of \$6,566.62 as its portion of funds distributed, and will write off the balance of the cost of the shares of Lance Creek Mines Limited to Deficit Account.

Approved on behalf of the Board of Directors

E. S. Wright Director

H. C. [Signature] Director

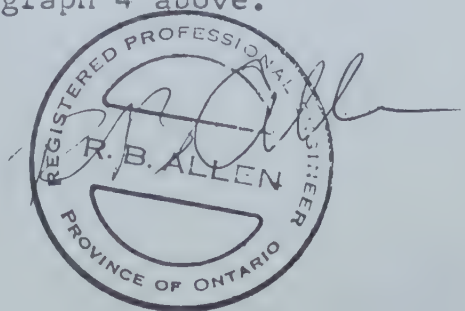
ENGINEER S REPORT

NOTE-The following excerpts are from a report by R.B. Allen, P.Eng. dated, March 17th, 1969, on the analysis of bedrock structure and recommendations for exploration on Jaybee Minerals Permit Number One located in the Athabasca Area, Saskatchewan. A copy of this report is on file with The Toronto Stock Exchange.

JAYBEE MINERALS PERMIT AREA NO. 1, ATHABASCA, SASKATCHEWAN SUMMARY REPORT

1. The permit area 27 miles by 12 in area, is shown upon Precambrian Mineral Permit Map, D-359, Government of Saskatchewan.
2. Bulletin 68, Geological Survey of Canada; Map Wollaston Lake Area (Total Magnetic Intensity) Government of Saskatchewan, and various aerial magnetic maps refer to the geology and structure of the area.
3. It is considered that structures favourable to occurrences of uranium, gold or copper are associated with doming or localized upfaulting within the basin of the Athabasca sandstone. In general the basement rocks or their immediate vicinity are most likely to be mineralized: the sandstone cover may not be mineralized at all or may show only persistent traces of mineral.
4. Structures of this type are indicated by analysis of aeromagnetic maps to occur beneath Guthrie Bay (Davy Lake) and in the southeastern sixth of the permit area. They may occur elsewhere on the permit area.
5. It is recommended that these structures be examined by the following steps:
 - a) Aerial photo study and interpretation.
 - b) Ground survey, Radiometric and geological.
 - c) Seismic survey to give a subsurface profile.
 - d) Diamond drilling of domed or unfaulted masses, particularly across fault scarps. Drilling should penetrate the Tazin basement.

Steps (a) and (b) should be extended over the entire permit area as time permits, but initially they should be concentrated upon the selected areas given in paragraph 4 above.



1. (a) Concentrate all detailed exploration upon the Guthrie Bay (Davy Lake) structure in the northern part of the area, and upon the southeastern one-sixth of the area adjacent to the McFarlane River and to the east of it.

(b) If this is available after (1) above is completed, general exploration, if required for assessment work, may include aerial survey, particularly radiometric or magnetic, but these surveys alone should not be relied upon to give adequate exploration. Photographic study should be extended to the entire area of the permit eventually, but initially study should be concentrated upon the features described above as indicated structurally and magnetically.

(c) Select areas most likely to be underlain by deformed structures indicating a history of structural weakness. Where fractures appear on surface, survey the fractured area radio-metrically. Persistent radioactivity, even if faint, indicates a preferred area for exploration. Where clay is present, most radioactivity may be held below it.

2. Determine the position and depth to the Tazin or other core of the deformed structure. Drill to strike the core, particularly along a fault scarp. Seismic traverse is the only reliable means of determining the subsurface profile at major planes of rock-change.

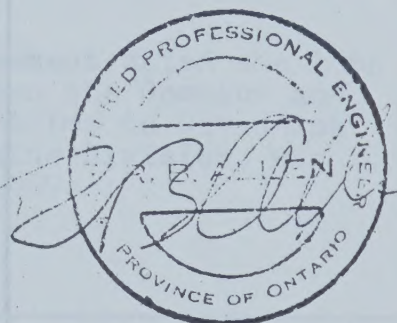
3. It is recommended that the possible occurrence of both syngenetic and primary deposits be kept in mind. Deposits are likely to be of uranium, gold or copper, but are necessarily restricted to a minority of favourable structures if they occur at all.

4. It is recommended that a study of aerial photographs be made, beginning with the areas described above (page 6) as most favourable. Follow-up by field survey should wait for the melting of the snow. It is considered the areas selected warrant a full investigation, including seismic survey followed by diamond drilling where defined targets can be found within 500 feet of surface.



I, Robert Benedict Allen of 3246 The Credit Woodlands,
Mississauga, Ontario, certify as follows:

1. I am a graduate in science of the University of
Saskatchewan, and have practiced as geologist for
32 years.
2. I am a member of the Association of Professional
Engineers of Ontario.
3. I have had extensive experience in uranium exploration
and mining, particularly in the Beaverlodge, Martin Lake
structures of the Lake Athabasca area.
4. I have no financial interest in the properties described
herein, nor do I expect to obtain any interest.



Toronto Ontario
March 17 1969

R. B. Allen

12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Scarth Street Properties Limited is owned 100% (save and except Directors' qualifying shares) by J. Berenbaum, 210 Tower Gardens, Regina Saskatchewan.												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tr> <th data-bbox="634 946 715 979"><u>Name</u></th><th data-bbox="1364 946 1582 979"><u>Shares held</u></th></tr> <tr> <td data-bbox="574 1018 1146 1155">Kingsize Investments Limited, Suite 200, 11 Adelaide Street West, Toronto 1, Ontario.</td><td data-bbox="1450 1018 1582 1050">400,000</td></tr> <tr> <td data-bbox="574 1188 968 1284">J. H. Crang & Co., 20 King Street West, Toronto 1, Ontario.</td><td data-bbox="1450 1188 1582 1221">234,357</td></tr> <tr> <td data-bbox="574 1317 1265 1413">Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto 1, Ontario.</td><td data-bbox="1450 1317 1582 1350">212,055</td></tr> <tr> <td data-bbox="574 1446 1207 1542">Robertson, Malone & Co. Limited, 129 Adelaide Street West, Toronto 1, Ontario.</td><td data-bbox="1450 1446 1582 1479">200,775</td></tr> <tr> <td data-bbox="574 1575 1169 1671">Hector Chisholm & Co. Limited, 82 Richmond Street West, Toronto 1, Ontario.</td><td data-bbox="1450 1575 1582 1607">193,570</td></tr> </table> <p data-bbox="574 1717 1628 1986">E. D. Wright is the beneficial owner of 881,501 shares of the Company, of which 10,001 are registered in his own name, 400,000 shares are registered in the name of Kingsize Investments Limited as set forth above, and 471,500 are registered in the names of various brokers including 194,500 in the name of Robertson, Malone & Co. Limited and 50,000 in the name of Hector Chisholm & Co. Limited.</p> <p data-bbox="574 2019 1571 2151">In addition, Eric Cradock is the beneficial owner of 40,001 shares, of which 40,000 are registered in the names of various brokers, some of which are included above.</p> <p data-bbox="574 2184 1513 2321">Other than the foregoing the Company has no knowledge as to the beneficial owners of the remaining shares registered in the names of the brokers above listed.</p>	<u>Name</u>	<u>Shares held</u>	Kingsize Investments Limited, Suite 200, 11 Adelaide Street West, Toronto 1, Ontario.	400,000	J. H. Crang & Co., 20 King Street West, Toronto 1, Ontario.	234,357	Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto 1, Ontario.	212,055	Robertson, Malone & Co. Limited, 129 Adelaide Street West, Toronto 1, Ontario.	200,775	Hector Chisholm & Co. Limited, 82 Richmond Street West, Toronto 1, Ontario.	193,570
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Robertson, Malone & Co. Limited, 129 Adelaide Street West, Toronto 1, Ontario.	200,775												
Hector Chisholm & Co. Limited, 82 Richmond Street West, Toronto 1, Ontario.	193,570												
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	So far as the Company is aware, E. D. Wright, who is the beneficial owner of 879,001 shares, may be in a position to materially affect control of the Company upon a solicitation of proxies from other large shareholders.												

17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See Schedule of Investments as at March 31st, 1969, attached to Balance Sheet on page 10.
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>Pursuant to an Agreement dated June 5th, 1968, as amended by a further Agreement dated January 15th, 1969, the Company entered into a working option Agreement with Harvey G. Greene with respect to 12 Mining Claims in Cavendish Township, Eastern Ontario Mining Division. The sum of \$7,000.00 has been paid to Harvey G. Greene and the Agreement as amended provides for the following optional payments:</p> <p>\$4,000 on the 15th day of June, 1969 \$5,000 on the 15th day of November, 1969 \$5,000 on the 15th day of April, 1970 \$9,000 on the 15th day of September, 1970</p> <p>If the option is exercised, provision is made in the said Agreement for the incorporation and organization of a new company with the capital divided into 3,000,000 shares, to which the said Mining Claims are to be transferred. Greene is to receive 300,000 shares for his interest in the said Mining Claims, and Newlund is to receive 450,000 shares. Newlund is to have the right or option to purchase an additional 2,149,995 treasury shares at such price or prices as may be agreed upon by Newlund and the new company.</p> <p>A further working option Agreement dated the 16th day of September, 1968, between the Company and Harvey G. Greene covering 9 claims in Cavendish Township, Eastern Ontario Mining Division, was terminated on January 15th, 1969.</p>
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts, and the shares of the Company are not in the course of primary distribution to the public.

DATED April 9th, 1969.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"E.D. Wright"

By

NEWLUND MINES LIMITED

CORPORATE
SEAL

"P.C. Finlay"

And

President

Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

